

Law Offices of

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080

Telephone (312) 845-3000  
Facsimile (312) 701-2361  
chapman.com

July 26, 2001

Salt Lake City  
50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

FILED 23574-B

JUL 26 '01 11:27 AM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company  
Leveraged Lease Financing  
UPRR 2001-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2001-A), dated as of July 27, 2001, between Union Pacific Railroad Company, as lessee (the "Lessee") and Wilmington Trust Company, as lessor (the "Lessor"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2001-A), dated as of July 27, 2001, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

Owner Trustee/Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Indenture Trustee: Wells Fargo Bank Northwest, N.A.  
MAC: U1254-031  
79 South Main Street  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease and Indenture Supplement No. 1 consists of 44 General Electric Company AC4400CW Diesel

1239079.01.02  
1535210

Law Offices of  
CHAPMAN AND CUTLER

Electric Locomotives bearing the reporting marks UPRR 5700 through UPRR 5710, inclusive; UPRR 5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive; UPRR 5732 through UPRR 5734, inclusive; 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767; and 17 General Electric Company AC6000CW Diesel Electric Locomotives bearing the reporting marks UPRR 7563 through UPRR 7579, inclusive; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2001-A) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Union Pacific Railroad Company, as Lessee, and Wells Fargo Bank Northwest, N.A., as Indenture Trustee.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1600 K Street, N.W.  
Suite 200  
Washington, D.C. 20006-2973

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/tad  
Enclosures

**EXHIBIT A****UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC4400CW Diesel Electric Locomotives	44	UPRR 5700 through UPRR 5710, inclusive; UPRR 5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive; UPRR 5732 through UPRR 5734, inclusive; UPRR 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767
General Electric Company AC6000CW Diesel Electric Locomotives	17	UPRR 7563 through UPRR 7579, inclusive

RECORDATION NO. 23574-B FILED

JUL 26 '01 11-27 AM

**SURFACE TRANSPORTATION BOARD**

**MEMORANDUM OF LEASE AND INDENTURE SUPPLEMENT NO. 1  
(UPRR 2001-A)**

Memorandum of Lease and Indenture Supplement No. 1, made and entered into as of July 27, 2001, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*") and Wells Fargo Bank Northwest, N.A., a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

**WITNESSETH:**

1. Lessor and Lessee have entered into that certain Lease Agreement (UPRR 2001-A), dated as of July 1, 2001 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement. Lessor and Indenture Trustee have entered into that certain Indenture and Security Agreement (UPRR 2001-A), dated as of July 1, 2001 (the "*Indenture*"), by which Lessor has granted a security interest to Indenture Trustee in order to secure Lessor's performance of certain obligations as described in the Indenture.
2. Memoranda of said Lease Agreement and said Indenture are being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Lease and Indenture Supplement No. 1 (UPRR 2001-A), dated as of July 27, 2001, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and whereby Lessor has granted, pursuant to the above-described Indenture, a security interest therein to the railroad equipment leased to Lessee under the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name: **JAMES P. LAWLER**  
Title: **Vice President**

Executed on this 23<sup>rd</sup> day of July, 2001.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of July, 2001.

WELLS FARGO BANK NORTHWEST, N.A.

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of July, 2001.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of July, 2001.

UNION PACIFIC RAILROAD COMPANY

By Gary W. Grosz  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this 23<sup>rd</sup> day of July, 2001.

WELLS FARGO BANK NORTHWEST, N.A.

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of July, 2001.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_


Executed on this \_\_\_\_ day of July, 2001.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of July, 2001.

WELLS FARGO BANK NORTHWEST, N.A.

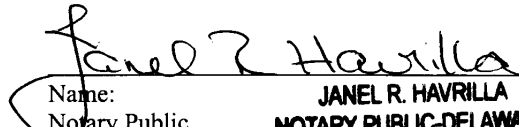
By  \_\_\_\_\_  
Name: BRETT R. KING  
Title: VICE PRESIDENT

Executed on this 23<sup>rd</sup> day of July, 2001.

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 23<sup>rd</sup> day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on July 23<sup>rd</sup>, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: JANEL R. HAVRILLA  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission Expires Feb. 2, 2005  
Residing in Wilmington, DE

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the \_\_\_\_ day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on July \_\_, 2001, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on July \_\_, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

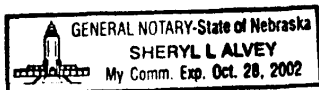
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 23<sup>rd</sup> day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on July 23, 2001, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



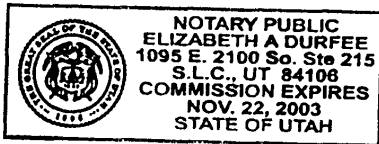
(SEAL)

Sheryl L. Alvey  
Name:  
Notary Public  
My Commission Expires:  
Residing in Omaha, Ne

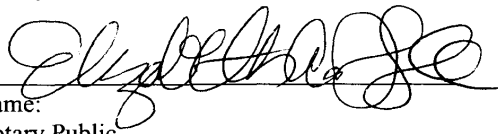
STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 23<sup>rd</sup> day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the **VICE PRESIDENT** of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on July 23, 2001 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: Utah  
Residing in \_\_\_\_\_

**EXHIBIT A****UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC4400CW Diesel Electric Locomotives	44	UPRR 5700 through UPRR 5710, inclusive; UPRR 5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive; UPRR 5732 through UPRR 5734, inclusive; UPRR 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767
General Electric Company AC6000CW Diesel Electric Locomotives	17	UPRR 7563 through UPRR 7579, inclusive